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Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

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Chapter 11

SEARS HOLDINGS CORPORATION, et al.,

Case No. 18-23538 (RDD)

Debtors.¹

(Jointly Administered)

**SUPPLEMENTAL DECLARATION OF PHILIP C. DUBLIN
IN SUPPORT OF THE APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF SEARS HOLDINGS CORPORATION, ET AL.
TO RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP AS
COUNSEL, EFFECTIVE *NUNC PRO TUNC* TO OCTOBER 24, 2018**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc.(4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365)); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Under 28 U.S.C. § 1746, I, Philip C. Dublin, declare as follows under the penalty of perjury:

1. I am an attorney admitted to practice in the State of New York and before the United States District Court for each of the Southern and Eastern Districts of New York.

2. I am a partner of the firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”). Akin Gump maintains offices at, among other places, One Bryant Park, New York, New York 10036. There are no disciplinary proceedings pending against me.

3. I am duly authorized to make this supplemental declaration (the “Supplemental Declaration”) on behalf of Akin Gump in further support of the *Application of the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al., to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Counsel, Effective Nunc Pro Tunc to October 24, 2018* [ECF No. 923] (the “Application”).²

4. I submit this Supplemental Declaration in accordance with Bankruptcy Code sections 328(a), 330 and 1103, Bankruptcy Rules 2014(a) and 2016, and Local Rule 2016-1. Except as otherwise noted, I have personal knowledge of the matters set forth herein.

5. On November 28, 2018, the Creditors’ Committee filed the Application, together with, among other things, (i) the *Declaration of Ira S. Dizengoff in Support of the Application of the Official of Unsecured Creditors of Sears Holdings Corporation, et al., to Retain and Employ Akin Gump Strauss Hauer & Feld LLP as Counsel, Effective Nunc Pro Tunc to October 24, 2018*, attached to the Application as Exhibit B (the “Dizengoff Declaration”) and (ii) the *Declaration of Ronald M. Tucker in Support of the Application of the Official Committee of Unsecured Creditors of Sears Holdings Corporation, et al. to Retain and Employ Akin Gump*

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the Application.

Strauss Hauer & Feld LLP as Counsel, Effective Nunc Pro Tunc to October 24, 2018, attached to the Application as Exhibit C (the “Tucker Declaration”).

6. On December 10, 2018, the Court entered an order [ECF No. 1107] (the “Retention Order”) authorizing the Creditors’ Committee to retain and employ Akin Gump as its counsel in connection with the Debtors’ chapter 11 cases. The Retention Order requires Akin Gump to provide advance notice to the Debtors, the U.S. Trustee and the Creditors’ Committee before implementing any increases in the hourly rates of Akin Gump’s professionals.

7. The Dizengoff Declaration discloses the range of standard hourly rates charged by Akin Gump for professionals and paraprofessionals employed firm-wide in the 2018 and 2019 calendar years, which were as follows:

<u>Billing Category</u>	<u>Range</u>
Partners	2018: \$840 – \$1,695 2019: \$925 – \$1,755
Senior Counsel	2018: \$575 – \$1,325 2019: \$690 – \$1,420
Counsel	2018: \$590 – \$990 2019: \$805 – \$1,125
Associates	2018: \$250 – \$915 2019: \$460 – \$975
Paraprofessionals	2018: \$160 – \$430 2019: \$205 – \$435

8. The Dizengoff Declaration states that the “foregoing hourly rates are subject to periodic increase (typically in January of each year) in the normal course of Akin Gump’s business.” *See* Dizengoff Declaration ¶ 31.

9. The Tucker Declaration states that “Akin Gump has informed the Committee that its hourly rates are subject to periodic adjustments (typically in January of each year) to reflect economic and other conditions. The Committee has consented to such ordinary course rate increases.” *See* Tucker Declaration ¶ 5.

10. In the ordinary course of Akin Gump's business and in keeping with Akin Gump's established billing practices and procedures, Akin Gump's standard billing rates will be adjusted firm-wide on January 1, 2020. Specifically, effective as of January 1, 2020, Akin Gump's billing rates for lawyers and paraprofessionals who may work on matters related to the Debtors' chapter 11 cases will range as follows:

<u>Billing Category</u>	<u>Range</u>
Partners	\$1,015 – \$1,995
Senior Counsel	\$735 – \$1,510
Counsel	\$885 – \$1,225
Associates	\$535 – \$1,070
Paraprofessionals	\$215 – \$455

11. The Creditors' Committee has consented to the foregoing rate increase.

[Signature page follows.]

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Executed on December 30, 2019, in New York, New York.

Respectfully submitted,

/s/ Philip C. Dublin
Philip C. Dublin